

Original Transfer of Claim (Docket #26110)

United States Bankruptcy Court

District of Delaware

In re W.R. Grace & Co., et al., Case Nos. 01-01139  
Jointly Administered

**TRANSFER OF CLAIM OTHER THAN FOR SECURITY**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Marblegate Special Opportunities  
Master Fund LP

National Union Fire Insurance Company  
of Pittsburgh, Pa and American Home  
Assurance Company

Name of Transferee

Name of Transferor

Court Claim #: 18508

Amount of Claim: \$2,553,216.60

Name and Address where notices to Transferee  
should be sent:

Marblegate Special Opportunities Master Fund LP  
150 East 52<sup>nd</sup>, 10<sup>th</sup> fl  
New York, NY 10022  
Attention: Mark Zoldan  
Telephone: (212) 616-7150  
Email: mark@marblegate.com

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

MARBLEGATE SPECIAL OPPORTUNITIES MASTER FUND LP

By: 

Date: 8.16.10

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.*

**EVIDENCE OF TRANSFER OF CLAIM**

Exhibit B

TO: United States Bankruptcy Court  
District of Delaware

AND TO: W. R. Grace & Co. ("Debtor")  
Case No. 01-01139  
Claim #18508

NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA, its successors and assigns ("Seller"), for good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto:

MarHegate Special Opportunities Master Fund LP ("Buyer")  
150 East 52nd, 10th fl  
New York, NY 10022  
Tel: 212-616-7150  
Tel: 212-207-8905  
Attn: Mark E. Zoldan

its successors and assigns, all rights, title and interest in and to the claim of Seller, including all rights of stoppage in transit, replevin and reclamation, in the principal amount of \$2,414,720 ("Claim") with respect to Proof of Claim #18508 against the Debtor in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges, understands and agrees, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing the Buyer as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated July 20, 2010.

National Union Fire Insurance Company of Pittsburgh, Pa  
and American Home Assurance Company

By: Jones, J. Bowles  
Name: James J. Bowles  
Title: VP & Ass't. Controller

By: Martin P. Zoldan  
Name: Martin P. Zoldan  
Title: Assistant Secretary

**EVIDENCE OF TRANSFER OF CLAIM**

**Exhibit B**

**TO:** United States Bankruptcy Court  
District of Delaware

**AND TO:** W. R. Grace & Co. ("Debtor")  
Case No. 01-01139  
Claim #18508

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**Marblegate Special Opportunities Master Fund LP ("Buyer")**  
150 East 52nd, 10th fl  
New York, NY 10022  
Tel: 212-616-7150  
Tel: 212-207-8905  
Attn: Mark P. Zoldan

its successors and assigns, all rights, title and interest in and to the claim of Seller, including all rights of stoppage in transit, replevin and reclamation, in the principal amount of \$121,942 ("Claim") with respect to the Proof of Claim #18508 against the Debtor in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges, understands and agrees, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing the Buyer as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Buyer.

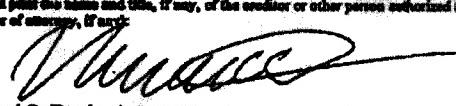
**IN WITNESS WHEREOF,** the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated July 30, 2010.

National Union Fire Insurance Company of Pittsburgh, Pa  
and American Home Assurance Company

By: James J. Harland  
Name: James J. Harland  
Title: V.P. & Ass't. Comptroller

By: Martin Egan  
Name: Martin Egan  
Title: Assistant Secretary

## FORM B10 (Official Form 10) (10/05)

UNITED STATES BANKRUPTCY COURT		DISTRICT OF Delaware	PROOF OF CLAIM
Name of Debtor W.R. Grace & Company et al		Case Number 01-01139 (JKP)	
<p><b>NOTE:</b> This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "renewal" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</p>			
<b>Name of Creditor</b> (The person or other entity to whom the debtor owes money or property): National Union Fire Insurance Company of Pittsburgh, Pa., AIU Insurance Company, American Home Assurance Company, Granite State Insurance Company, Illinois National Insurance Company, The Insurance Company of the State of Pennsylvania, New Hampshire Insurance Company, Commerce and Industry Insurance Company, Commerce and Industry Insurance Company of Canada		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.	
<b>Name and address where notices should be sent:</b> Michael S. Davis, Esq. Zeilman Illinois & Krause LLP 575 Lexington Avenue New York, New York 10022 Telephone number: (212) 223-0400		<input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case.	
<b>Last four digits of account or other number by which creditor identifies debtor:</b>		<input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
		Check here <input type="checkbox"/> replaces If this claim <input checked="" type="checkbox"/> amends a previously filed claim, dated: 3/27/03	
<b>1. Basis for Claims</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> Goods sold</li> <li><input type="checkbox"/> Services performed</li> <li><input type="checkbox"/> Money loaned</li> <li><input type="checkbox"/> Personal injury/wrongful death</li> <li><input type="checkbox"/> Taxes</li> <li><input checked="" type="checkbox"/> Other. See Attachment.</li> </ul>		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)	
<b>2. Date debt was incurred: See Attachment</b>		<b>3. If court judgment, date obtained: N/A</b>	
<b>4. Classification of Claim:</b> Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed See reverse side for important explanations.			
<b>Unsecured Nonpriority Claim \$</b>			
<input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or c) none or only part of your claim is entitled to priority			
<b>Unsecured Priority Claim</b>			
<input type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority			
<b>Amount entitled to priority \$</b>			
<b>Specify the priority of the claim:</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B)</li> <li><input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).</li> <li><input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).</li> </ul>			
<input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7).			
<input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8)			
<input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)( )			
<small>*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>			
<b>5. Total Amount of Claim:</b>		<b>\$2,553,216.60 (see attachment)</b>	
		<small>(unsecured) (secured) (priority) (Total)</small>	
<input checked="" type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges. See attachment.			
<b>6. Credit: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.</b>		<small>THIS SPACE IS FOR COURT USE ONLY</small>	
<b>7. Supporting Documents:</b> Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.			
<b>8. Date-Stamped Copy:</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.			
<b>Date</b> <i>11-19-08</i>		<small>Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):</small> 	
<b>Michael S. Davis, Attorney</b>			
<small>Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 1971.</small>			